

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ROGER EGAN,

Plaintiff,

- against -

MARSH & MCLENNAN COMPANIES, INC.,
MARSH USA INC. SEVERANCE PAY PLAN,
MARSH INC. FALL 2004 RESTRUCTURING
SEVERANCE PAY PLAN,

Defendants.

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07 Civ. 7134 (SAS)

DECLARATION OF ROBERT N.
HOLTZMAN IN SUPPORT OF
DEFENDANT'S MOTION TO
DISMISS PLAINTIFF'S AMENDED
COMPLAINT

ROBERT N. HOLTZMAN, an attorney duly admitted to practice before the Bar
of this Court, hereby declares as follows:

1. I am a member of the firm of Kramer Levin Naftalis & Frankel LLP,
attorneys for Defendants Marsh & McLennan Companies, Inc. ("MMC"), Marsh USA Inc.
Severance Pay Plan ("SPP"), and Marsh Inc. Fall 2004 Restructuring Severance Pay Plan (the
"Restructuring SPP") in the above-captioned matter.

2. I submit this declaration to provide the Court with true and correct copies
of the following documents in support of Defendant's motion to dismiss plaintiff's amended
complaint, which are incorporated in the Complaint by reference or are integral to the complaint.
Subaru Distribs. Corp. v. Subaru of Am., Inc., 425 F.3d 119, 122 (2d Cir. 2005):

- a) Verified Complaint, dated July 10, 2007 (exhibits omitted)
(Exhibit A).
- b) MMC Terms and Conditions of 7-Year Restricted Stock Awards to
U.S. Grant Recipients (the "2004 Restricted Stock Award"), dated
March 17, 2004 (Exhibit B).

- c) MMC Terms and Conditions of Restricted Stock Unit Awards to U.S. Grant Recipients (the "2003 Restricted Stock Unit Award"), dated January 16, 2003 (Exhibit C).
- d) Excerpts of the MMC 2000 Senior Executive Incentive and Stock Award Plan (the "Stock Award Plan") (Exhibit D).
- e) MMC press release, dated November 8, 2004 (Exhibit E).
- f) Resignation letter of Roger E. Egan (Exhibit F).
- g) Marsh USA Inc. Severance Pay Plan (the "SPP") (Exhibit G).
- h) Marsh Inc. Fall 2004 Restructuring Severance Pay Plan (the "Restructuring SPP") (Exhibit D).

3. I also submit this declaration to certify that the parties have exchanged pre-motion letters in accordance with Section III(B) of Your Honor's Individual Rules and Procedures.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: New York, New York
November 5, 2007

s/ Robert N. Holtzman
Robert N. Holtzman